



September 30, 2013

~~BSE Limited
Floor 25, P.J. Towers
Dalal Street
Mumbai 400 001~~

National Stock Exchange of India Limited
Exchange Plaza, Bandra Kurla Complex,
Bandra East
Mumbai- 400001

Dear Sirs,

Sub: Proceedings of the Annual General Meeting held on 25th September, 2013

In accordance with Clause 31 of the Listing Agreement, please find enclosed certified true copy of the Proceedings of the Annual General Meeting held on 25th September, 2013.

Thanking you,

Yours faithfully,
For ZUARI GLOBAL LIMITED

A handwritten signature in black ink, appearing to be 'Ran' or similar, written over a horizontal line.

Authorised Signatory

Encl : As above

ZUARI GLOBAL LIMITED
(Formerly known as Zuari Industries Limited)
Registered Office : Jai kisaan Bhawan, Zuarinagar, Goa - 403 726, India.
Telephone : (0832) 2592180, 2592181
FAX : (0832) 2555279

HELD AT ON TIME

Proceedings of the Forty Fifth Annual General Meeting of the Members of Zuari Global Limited held at the Registered Office of the Company at Jai Kisaan Bhawan, Zuarinagar, Goa on Wednesday, the 25th September, 2013 at 10.30 A.M.

Certified True Copy

Present : Mr. D.B. Engineer - Director
 Mr. N. Suresh Krishnan - Director
 Mr. J.N. Godbole - Director
 Mr. Marco Wadia - Director

For ZUARI GLOBAL LIMITED

Authorized Signatory

Members : As per attendance and proxy Register 42 members were present in person and in proxy.

CHAIRMAN OF THE MEETING:

Mr. R.Y. Patil, informed the members that the Chairman, Mr. S.K. Poddar, has expressed his inability to attend the meeting. It was further explained that Article 82 of the Articles of Association of the Company, provides that members shall elect one of the Directors present as Chairman of the meeting in the absence of Chairman of the Board of Directors.

Mrs. Fatima Mendes proposed the name of Mr. D.B. Engineer, Director to be the Chairman of the meeting and the same was seconded by Mr. H.C. Shah.

Thereupon Mr. D.B. Engineer took the Chair and thanked the members for electing him as Chairman of the meeting. He welcomed the members present at the meeting and informed that the books & registers as required under the Articles of Association of the Company are kept for inspection and remain accessible during the continuance of the meeting.

NOTICE OF THE MEETING:

The notice convening the Forty-fifth Annual General Meeting with the permission of the members was taken as read.

AUDITORS' REPORT:

The Auditors' report was read by Mr. R.Y. Patil.

Resolution No. 1 : Adoption of Accounts for the year 2012-2013

Mr. Girish NalkDesai proposed the following resolution as an Ordinary Resolution:

"RESOLVED THAT the audited Balance Sheet of the Company as at 31st March, 2013 and the Profit and Loss Account for the financial year ended on that date and the Reports of the Directors and Auditors and the notes thereon submitted to this meeting be and are hereby approved and adopted".

Mr. H.C. Shah seconded the resolution.

The Chairman of the meeting before putting the resolution to vote, invited the queries/questions, if any, from members.

Mr. R.G. Furtado, a shareholder, holding shares under DPID/Client ID. IN300450/10591412 requested for clarification regarding annual accounts, which were repetition of his queries forwarded in his letters to the Company.

The queries were duly replied by Mr. N. Suresh Krishnan, Director and Mr. D.B. Engineer, Chairman of the Meeting. The shareholder was informed that a detailed reply to his queries has already been dispatched to his postal address. Mr. N. Suresh Krishnan also assured the shareholder that any further information desired by him would be provided as per the provisions of law.

As there were no further questions, the Chairman put the resolution to vote and on a show of hands, the resolution was carried with overwhelming majority.


 CHAIRMAN'S INITIALS

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Resolution No.2 : Declaration of Equity Dividend :

Mr. Vallabh Bastodkar proposed the following resolution as an Ordinary Resolution:

"RESOLVED THAT as recommended by the Directors a dividend of Rs.2.00 per Equity share for the financial year ended 31st March, 2013 be and is hereby declared and distributed amongst the Equity Shareholders whose names stand on the Register of Members of the Company as on 28th May, 2013".

Mrs. Dioga Almeida seconded the resolution.

The Chairman then put the resolution to vote and on a show of hands, the resolution was carried unanimously.

Resolution No. 3 : Re-appointment of Mr. S.K. Poddar :

Mrs. Maria Rodrigues proposed the following resolution as an Ordinary Resolution:

"RESOLVED THAT Mr. S.K. Poddar Who retires by rotation and is eligible for re-appointment, be and is hereby re-appointed as Director of the Company".

Mrs. Smrity Dhakankar seconded the resolution.

The Chairman then put the resolution to vote and on a show of hands, the resolution was carried unanimously.

At this juncture, Mr. D.B. Engineer vacated the Chair as the Resolution at Item No.4 was concerning his re-appointment. Mr. R.Y. Patil proposed and Mrs. Loraine Noronha seconded the name of Mr. Marco Wadia to be the Chairman of the meeting for transacting the business at Resolution No.4 of the Notice of Annual General Meeting.

Mr. Marco Wadia took the Chair.

Resolution No.4 : Re-appointment of Mr. D.B. Engineer

Mrs. Maria Noronha proposed the following resolution as an Ordinary Resolution:

"RESOLVED THAT Mr. D.B. Engineer who retires by rotation and being eligible for re-appointment, be and is hereby re-appointed as Director of the Company".

Mrs. Fatima Mendes seconded the resolution.

The Chairman then put the resolution to vote and on a show of hands, the resolution was carried unanimously.

Mr. Marco Wadia vacated the Chair and Mr. D.B. Engineer resumed as Chairman of the meeting.

Resolution No.5 : Re-appointment of Mr. J.N. Godbole

Mrs. Maria Rodrigues proposed the following resolution as an Ordinary Resolution:

"RESOLVED THAT Mr. J.N. Godbole who retires by rotation and being eligible for re-appointment, be and is hereby re-appointed as Director of the Company".

Mrs. Dioga Almeida seconded the resolution.

The Chairman then put the resolution to vote and on a show of hands, the resolution was carried unanimously.

Resolution No. 6 : Re-appointment of Auditors

Mr. Prem Kumar proposed the following resolution as an Ordinary Resolution:

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"RESOLVED THAT pursuant to the provisions of Section 224 and other applicable provisions, if any, of the Companies Act, 1956, M/s. S.R. Batliboi & Co. LLP, Registration No. 301003E, the retiring Auditors of the Company, be and are hereby re-appointed Auditors of the Company to hold office from the conclusion of this Meeting until the conclusion of the next Annual General Meeting of the Company at a remuneration to be fixed by the Board of Directors".

Mrs. Smrity Dhakankar seconded the resolution.

The Chairman then put the resolution to vote and on a show of hands, the resolution was carried unanimously.

Resolution No.7 : Purchase of equity shares of Texmaco Rail & Engineering Limited (TREL) for an amount not exceeding Rs.5 crores

Mr. H.C. Shah proposed the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to provisions of Section 372A of the Companies Act, 1956 and ther applicable provisions of the Companies Act, 1956 if any, provisions of Memorandum and Articles of Association and SEBI (Substantial Acquisition of Shares and Takeovers), Regulations 2011, consent of the Company, be and is hereby granted to purchase such number of equity shares of Re.1/- each of Texmaco Rail & Engineering Limited (TREL) for an amount not exceeding Rs.5 crores at the prevailing market price, notwithstanding that such investments including loans in all other bodies corporate will exceed the limits prescribed under section 372A of the Act."

Mr. Prem Kumar seconded the resolution.

The Chairman then put the resolution to vote and on a show of hands, the resolution was carried unanimously.

Resolution No.8 : Purchase of equity shares of Zuari Agro Chemicals Limited (ZACL) for an amount not exceeding Rs.25 crores

Mrs. Maria Noronha proposed the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to provisions of Section 372A of the Companies Act, 1956 and other applicable provisions of the Companies Act, 1956 if any, provisions of Memorandum and Articles of Association, and SEBI (Substantial Acquisition of Shares and Takeovers), Regulations 2011, consent of the Company, be and is hereby granted to purchase such number of equity shares of Re.10/- each of Zuari Agro Chemicals Limited (ZACL) for an amount not exceeding Rs.25 crores at the prevailing market price, notwithstanding that such investments including loans in all other bodies corporate will exceed the limits prescribed under section 372A of the Act".

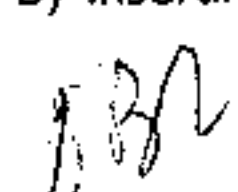
Mrs. Marie Dias seconded the resolution.

The Chairman then put the resolution to vote and on a show of hands, the resolution was carried unanimously.

Resolution No.9 : Amendment of the Memorandum of Association of the Company

The Chairman declared the results of the Postal Ballot as per the report of the Scrutinizer with respect to the following Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 16 & 17 and other applicable provisions, if any, of the Companies Act, 1956; or any statutory enactment of re-enactment thereof and subject to confirmation by the Company Law Board, if required, Clause III (C) of the Memorandum of Association of the Company be and is hereby amended by inserting the following new Sub Clause (24) after the existing Sub Clause (23).


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(24) To Carry on the business in all branches of architecture and of contractors, erectors, construction of buildings, houses, apartments, structures or residential offices, set up, develop and providing of infrastructural facilities viz roads, water supply, power grids, telecommunications, ports, railway systems, irrigation sanitation and sewerage systems, industrial, Institutional or commercial or developers of Cooperative Housing Societies, developers of housing schemes, townships, holiday resorts, hotels, motels and in particular preparing of building sites, constructing, reconstructing, erecting, altering, improving, enlarging, developing, decorating, furnishing and maintaining of structures, flats, houses, factories, shops, offices, garages, warehouses, buildings, works, workshops, hospitals, nursing homes, clinics, godowns, and other commercial, educational purposes for and conveniences to purchase for Development, and/or for resale and/or to let but and/or to hold lands, houses, buildings, structures and other properties of any tenure and any interest therein and to purchase, sell lease, hire exchange or otherwise deal in land and house property whether real or personal and turn the same into account as may seem expedient.

The Chairman declared the Postal Ballot results for passing of the resolution as below:-

Votes for : 19520190 shares
Votes against : 440 shares

The Chairman thereafter declared that the resolution was carried with requisite majority.

Resolution No.10 : Commencement of New Business activities

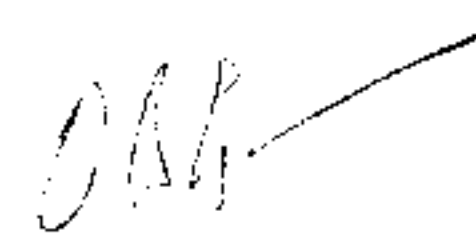
Mr. Girish NaikDesai proposed the following resolution as a Special Resolution:

"RESOLVED THAT approval be and is hereby accorded pursuant to Section 149 (2A) and other applicable provisions, if any, of the Companies Act, 1956 to the Company commencing the activities as are referred in sub clause 24 of Clause III (C) of the Company's Memorandum of Association at such time as the Board of Directors may deem fit."

Mr. Vallabh Bastodkar seconded the resolution:

The Chairman then put the resolution to vote and on a show of hands, the resolution was carried unanimously.

There being no further business, the meeting ended with a vote of thanks to the chair proposed by Mrs. Loraine Noronha.


CHAIRMAN

CHAIRMAN'S INITIALS